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**KORTA & COMPANY**

14502 North Dale Mabry Highway, Suite 200 • Tampa, Florida 33618  
Phone 813-269-8075 • Fax 813-269-7882  
korta@mindspring.com

December 4, 2001

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Subject: Interphase Media, Inc.**

900004711339--S  
-12/06/01--01036--024  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir or Madam:

Enclosed for filing please find the original and one copy of Articles of Incorporation for the above mentioned corporation and a check in the amount of \$70.00 for the filing fee.

Please return a copy of the filed Articles to the address below:

Korta & Company  
14502 North Dale Mabry Highway  
Suite 200  
Tampa, FL 33618

If you have any questions, please do not hesitate to call.

Sincerely,



Jack Korta

JK/ak  
Enclosures(3)

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

D. WHITE DEC - 7 2001

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**ARTICLES OF INCORPORATION  
OF  
Interphaze Media, Inc.**

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**SECRETARY OF STATE**  
**TALLAHASSEE FLORIDA**

**ARTICLE I - NAME**

The name of this Corporation shall be:  
Interphaze Media, Inc.

**ARTICLE II - DURATION**

This Corporation shall have perpetual existence commencing  
on 12-05-01

**ARTICLE III - PURPOSE**

This Corporation is organized for the purpose of transacting  
any and all lawful business.

**ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue Two Hundred (200)  
shares of \$1.00 Par Value Stock.

**ARTICLE V - VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power  
for the election of Directors and for all other purposes shall be  
vested exclusively in the holders of the outstanding common shares.

**ARTICLE VI - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale of any new stock of this  
Corporation of the same kind, class or series as that which is  
already held, shall have the right to purchase his pro rate share  
thereof (as nearly as may be done without assurance of fractional  
shares) at the price at which it is offered to others.

**ARTICLE VII - INITIAL REGISTERED OFFICE & AGENT**

The street address of the initial Registered Agent of this Corporation is  
Raymond Jones, 9651 60<sup>th</sup> Street North, Pinellas Park, FL 33782  
and the principal place of business and mailing address of this Corporation is  
9651 60<sup>th</sup> Street North, Pinellas Park, FL 33782  
and the name of the initial Registered Agent of this Corporation  
is Raymond Jones.

#### ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one Director initially. The number of Directors may either be increased or diminished from time to time by the By-laws, but shall never be less than one. The name and address of the initial Director of this Corporation is as follows:

Raymond Jones  
9651 60<sup>th</sup> Street North  
Pinellas Park, FL 33782

The name and address of the person signing these Articles are:

Raymond Jones  
9651 60<sup>th</sup> Street North  
Pinellas Park, FL 33782

#### ARTICLE IX - AMENDMENT

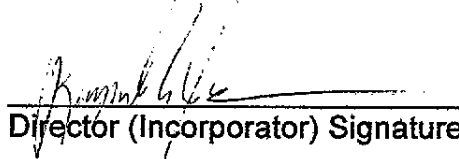
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

#### ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and the Shareholders.

#### ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent by law.

  
Director (Incorporator) Signature

  
Date

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED

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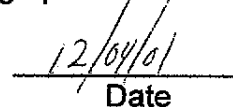
In pursuance of Chapter 48.091 of the Florida Statutes, the  
following is submitted in compliance with said Act:

First: Interphaze Media, Inc.  
desiring to organize under the laws of the State of Florida, with its registered  
office as indicated in the Articles of Incorporation in the City of Pinellas Park,  
County of Pinellas, State of Florida, has named  
Raymond Jones, whose business office is located at  
9651 60<sup>th</sup> Street North, Pinellas Park, FL 33782, as its  
Registered Agent to accept service of  
process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above  
stated Corporation at the place designated in this Certificate, I  
hereby accept to act in this capacity and agree to comply with  
the provision of said Act relative to keeping open said office.

  
\_\_\_\_\_  
Registered Agent Signature

  
\_\_\_\_\_  
Date

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA